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EXHIBIT A**CERTIFICATE OF INCORPORATION
OF
ELECTRIC ACQUISITION CORP.**

1. The name of the corporation is Poweready, Inc.
2. The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock the corporation shall have authority to issue is One Thousand (1,000) shares, par value of \$0.001 per share.
5. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation.
6. The election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.
7. **Limitation of Director's Liability and Indemnification of Directors and Officers:**
 - A. *Limitation of Director's Liability.* To the fullest extent permitted by the General Corporation Law of Delaware as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.
 - B. *Indemnification of Directors and Officers.* To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of, and advancement of expenses to, directors, officers, employees, other agents of the corporation and any other persons to which the General Corporation Law of Delaware permits the corporation to provide indemnification.
 - C. *Repeal or Modification.* Any repeal or modification of this Section 7, by amendment of such section or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent of the corporation existing at the time of, or increase the liability of any such person with respect to any acts or omissions in their capacity as a director, officer, employee, or other agent of the corporation occurring prior to, such repeal or modification.

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